

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ActiveRain Corporation		03/22/2012	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Market Leader, Inc.		
Street Address:	11332 NE 122nd Way, Suite 200		
City:	Kirkland		
State/Country:	WASHINGTON		
Postal Code:	98034		
Entity Type:	CORPORATION: WASHINGTON		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	77869240	RAINCAMP	
Serial Number:	77459547	ACTIVERAIN	
Serial Number:	77092502	LOCALISM	
CORRESPONDENCE DATA			
Fax Number:	2063599000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	206-359-8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	James L. Vana		
Address Line 1:	1201 Third Avenue, Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	32280-4000.0000.GX74		

OP \$90.00 77869240

NAME OF SUBMITTER:	James L. Vana
Signature:	/James L. Vana/
Date:	04/19/2012
<b>Total Attachments: 5</b> source=120327 Active Rain - Market Leader#page1.tif source=120327 Active Rain - Market Leader#page2.tif source=120327 Active Rain - Market Leader#page3.tif source=120327 Active Rain - Market Leader#page4.tif source=120327 Active Rain - Market Leader#page5.tif	

MARCH 27, 2012

STATE OF WASHINGTON

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**EXHIBIT A**

**PLAN OF MERGER**

THIS PLAN OF MERGER ("*Plan*") is made pursuant to RCW 23B.11.040 by Market Leader, Inc., a Washington corporation (the "*Parent*"), with respect to ActiveRain Corp, a Washington corporation (the "*Sub*"). Parent and Sub are sometimes collectively referred to in this Plan as the "*Constituent Corporations*."

**RECITALS**

A. The authorized capital stock of Sub consists of 10,000 shares of common stock, no par value per share, all of which are duly issued and outstanding on the date hereof and owned, beneficially and of record, by Parent.

B. The Board of Directors of Parent (i) deems it advisable and in the best interests of the Parent and its shareholders that Sub be merged into Parent (the "*Merger*"), pursuant to RCW 23B.11.040 and the terms and conditions of this Plan and (ii) has approved this Plan.

**PLAN**

**1. Merger; Effectiveness**

At the Effective Time (as defined below) Sub will be merged with and into Parent with Parent continuing as the surviving corporation (hereinafter sometimes called the "*Surviving Corporation*"), pursuant to the applicable provisions of the Washington Business Corporation Act and in accordance with the terms and conditions of this Plan of Merger.

The Merger will become effective at the time specified in the Articles of Merger, or upon filing of Articles of Merger with the Secretary of State of the State of Washington, whichever is later (the "*Effective Time*").

**2. Articles of Incorporation**

The Articles of Incorporation of Parent in effect as of the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

**3. Bylaws**

The Bylaws of Parent in effect as of the Effective Time will, at the Effective Time, be and remain the Bylaws of the Surviving Corporation until the same are altered, amended or repealed as therein provided.

**4. Directors**

The directors of Parent in office at the Effective Time will, at the Effective Time, be and remain the directors of the Surviving Corporation and will hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation.

**5. Officers**

The officers of Parent in office at the Effective Time will, at the Effective Time, be and remain the officers of the Surviving Corporation and will hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation.

**6. Cancellation of Sub Shares**

At the Effective Time, by virtue of the Merger and without any action on the part of Sub, Parent or any shareholder of any such corporation, all issued and outstanding shares of capital stock of Sub, all of which are owned by Parent, shall be cancelled, and no consideration shall be delivered in exchange therefor.

**7. Rights, Duties, Powers, Liabilities, Etc.**

At the Effective Time, the separate existence of Sub will cease, and Sub will be merged in accordance with the provisions of this Plan of Merger with and into the Surviving Corporation, which will possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and will be subject to all restrictions, disabilities, duties and liabilities of Sub; and all such things will be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in Sub, will be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against Sub, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

ARTICLES OF MERGER

MARKET LEADER, INC.

and

ACTIVERAIN CORP

Pursuant to RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging ActiveRain Corp, a Washington corporation (the "*Disappearing Subsidiary Corporation*"), into Market Leader, Inc., a Washington corporation (the "*Surviving Parent Corporation*").

1. The Plan of Merger as adopted by the Board of Directors of the Surviving Parent Corporation is attached hereto as **Exhibit A**.

2. Pursuant to RCW 23B.11.040, the shareholders of both of the Disappearing Subsidiary Corporation and the shareholders of the Surviving Parent Corporation are not required to approve the Agreement and Plan of Merger.

3. The Articles of Merger shall be effective at 12:01 A.M. Pacific Time on April 1, 2012.

Dated: 3/22, 2012

MARKET LEADER, INC.

By: Jackie Dander  
Name: Jackie Dander  
Its: CFO

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- B. The Board of Directors of Parent (i) deems it advisable and in the best interests of the Parent and its shareholders that Sub be merged into Parent (the "**Merger**"), pursuant to RCW 23B.11.040 and the terms and conditions of this Plan and (ii) has approved this Plan.

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